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[FILED/ACCEPTED]

MAY 29 2009

Federal Communications Commission  
Office of the Secretary

May 29, 2009

**Via Hand Delivery**

Marlene H. Dortch  
Office of the Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Re: Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, and Section 63.04 of the Commission's Rules, to Transfer Control of NextG Networks of NY, Inc., NextG Networks of California, Inc., NextG Networks of Illinois, Inc., and NextG Networks Atlantic, Inc.

Dear Ms. Dortch:

NextG Networks of NY, Inc., NextG Networks of California, Inc., NextG Networks of Illinois, Inc., and NextG Networks Atlantic, Inc. hereby submit an original and five copies of the above-captioned application, as well as proof of payment of the requisite filing fee.

I have enclosed an extra copy of this filing. Please stamp this extra copy with the Commission's acknowledgement of receipt and return to our messenger.

Sincerely,

Davis Wright Tremaine LLP

A handwritten signature in cursive script that reads "Danielle Frappier".

Danielle Frappier

Enclosure

Anchorage  
Bellevue  
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**Remittance ID:1599247 Authorization Number:041315****Successful Authorization -- Date Paid: 5/29/09****FILE COPY ONLY!!***Mail to the bank**Sec. 1107 Fee Filer*

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING (1) LOCKBOX #979091		FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE</b> FORM 159 PAGE NO 1 OF 1		APPROVED BY OMB 3060-059	
				SPECIAL USE FCC USE ONLY	
<b>SECTION A - Payer Information</b>					
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>Davis Wright Tremaine LLP</b>				(3) TOTAL AMOUNT PAID (dollars and cents) <b>\$1015.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1919 Pennsylvania Ave. N.W.</b>					
(5) STREET ADDRESS LINE NO. 2 <b>Suite 200</b>					
(6) CITY <b>Washington</b>			(7) STATE <b>DC</b>		(8) ZIP CODE <b>20006-3402</b>
(9) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) <b>202-9734200</b>			(10) COUNTRY CODE (IF NOT IN U.S.A.) <b>US</b>		
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>					
(11) PAYER (FRN) <b>0004063681</b>			(12) FCC USE ONLY		
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)					
(13) APPLICANT NAME <b>NextG Networks of NY, Inc.</b>					
(14) STREET ADDRESS LINE NO. 1 <b>1759 S. Main Street, Suite 128</b>					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY <b>Milpitas</b>			(17) STATE <b>CA</b>		(18) ZIP CODE <b>95035</b>
(19) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) <b>408-7198510</b>			(20) COUNTRY CODE (IF NOT IN U.S.A.) <b>US</b>		
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>					
(21) APPLICANT (FRN) <b>0010120715</b>			(22) FCC USE ONLY		
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>					
(23A) FCC Call Sign/Other ID <b>214 Dom</b>		(24A) Payment Type Code(PTC) <b>CUT</b>		(25A) Quantity <b>1</b>	
(26A) Fee Due for (PTC) <b>\$1,015.00</b>		(27A) Total Fee <b>\$1015.00</b>		FCC Use Only	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) FCC Call Sign/Other ID		(24B) Payment Type Code(PTC)		(25B) Quantity	
(26B) Fee Due for (PTC)		(27B) Total Fee		FCC Use Only	
(28B) FCC CODE 1		(29B) FCC CODE 2			

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of the Application for  
Authorization Pursuant to Section 214 of the  
Communications Act of 1934, as Amended,  
and Section 63.04 of the Commission's Rules,  
to Transfer Control of

NextG Networks of NY, Inc.  
NextG Networks of California, Inc.  
NextG Networks of Illinois, Inc.  
NextG Networks Atlantic, Inc.

WCB Docket No. \_\_\_\_\_

**DOMESTIC SECTION 214 TRANSFER OF CONTROL APPLICATION**

NextG Networks of NY, Inc., NextG Networks of California, Inc., NextG Networks of Illinois, Inc., and NextG Networks Atlantic, Inc. ("Applicants") hereby request authorization pursuant to section 214 of the Communications Act of 1934, as amended (47 U.S.C. § 214), and section 63.04 of the Commission's rules (47 C.F.R. § 63.04), to transfer control of Applicants to new investors.

**I. DESCRIPTION OF THE APPLICANTS**

The Applicants are corporations organized under the laws of the state of Delaware, with the exception of NextG Networks Atlantic, Inc., which is a Virginia corporation. The Applicants provide "RF Transport" telecommunications services via distributed antenna systems, primarily to wireless carriers, in multiple states. They are all directly wholly-owned subsidiaries of NextG Networks, Inc. ("Parent"), which does not itself provide telecommunications services.

Applicants will continue to provide the same services after the proposed transfer of control of Parent described below, and will continue to be wholly-owned subsidiaries of Parent.

## **II. DESCRIPTION OF THE TRANSACTION**

Parent and Nodes Merger Corp. ("Nodes") have entered into a Merger Agreement and Plan ("Merger Agreement") as of May 15, 2009. The Merger Agreement contemplates the merger of Nodes into Parent, with Parent continuing as the surviving corporation (the "Transaction"). Following consummation of the Transaction, (i) the current stockholders of Parent will cease to own a majority of the outstanding shares of Parent's capital stock, (ii) investment funds affiliated with Madison Dearborn Partners, LLC ("Madison Dearborn") will collectively own approximately 61% of the outstanding shares of Parent's capital stock, and (iii) Accel Growth Fund L.P. and its affiliates ("Accel") will collectively own approximately 14% of the outstanding shares of Parent's capital stock. No other stockholder of Parent will own 10% or more of the outstanding shares of Parent's capital stock. The parties anticipate consummating the merger on or about August 31, 2009, subject to the receipt of the required regulatory approval, among other things.

Neither Madison Dearborn nor Accel provide or have affiliates that provide domestic telecommunications services.

After the Transaction, the Applicants will provide the same products and services as they do at present, at the same rates and on the same terms and conditions, pursuant to the same telecommunications authorizations, and without changes to any billing protocol. The Transaction will not result in any loss or impairment of service to Applicants' customers, and customers will use the same contact information for inquiries or other communications with

Applicants. Indeed, despite the change in ownership of Parent, the Applicants do not currently anticipate any change in the management or operational personnel as a result of the Transaction, thus maintaining the managerial and technical expertise of Applicants and Parent. Therefore, the transfer of control of the Applicants will be seamless and transparent to consumers.

### **III. INFORMATION REQUIRED BY 63.04**

Applicants submit the following information in support of their request to transfer control of the Applicants, pursuant to section 63.04 of the Commission's rules (47 C.F.R. § 63.04).

**(a)(1) Name, address and telephone number of Applicants.**

NextG Networks of NY, Inc.	(FRN 0010120715)
NextG Networks of California, Inc.	(FRN 0010120806)
NextG Networks of Illinois, Inc.	(FRN 0010120830)
NextG Networks Atlantic, Inc.	(FRN 0010120863)

2216 O'Toole Avenue  
San Jose, CA 95131  
Tel: (408) 954-1580

**(a)(2) State of organization of Applicants.**

All Applicants are Delaware corporations, with the exception of NextG Networks Atlantic, Inc., which is a Virginia corporation.

**(a)(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.**

T. Scott Thompson  
Danielle Frappier  
Davis Wright Tremaine LLP  
1919 Pennsylvania Ave NW  
Washington, DC 20006  
Tel: (202) 973-4200  
Email: scottthompson@dwt.com  
daniellefrappier@dwt.com

With a copy to:

Melissa Conway, Esq.  
Kelley Drye & Warren LLP  
3050 K Street N.W., Suite 400  
Washington, D.C. 20007  
Tel: (202) 342-8552  
Email: mconway@kelleydrye.com

**(a)(4) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Applicants, and the percentage of equity owned by each of those entities (to the nearest one percent)**

The following investors or affiliated investor groups *currently hold* a 10% or greater equity interest in Parent.

1. Oak Investment Partners XI, L.P. – 27%  
525 University Avenue, Suite 1300  
Palo Alto, CA 94304  
Citizenship: Delaware limited partnership  
Principal business: venture capital investing  
Oak Investment Partners XI, L.P. is 100% controlled by its general partner, Oak Associates XI, L.L.C., a Delaware limited liability company. No other person or entity directly controls or holds a 10% or greater direct voting or equity interest in Oak Investment Partners XI, L.P. The managing members of Oak Associates XI, L.L.C. are: Bandel L. Carano, Edward F. Glassmeyer, Frederic W. Harman, Ann H. Lamont and Gerald Gallagher.
2. Gabriel Venture Partners II, L.P. – 15%  
350 Marine Parkway, Suite 200  
Redwood Shores CA 94065  
Citizenship: Delaware limited partnership  
Principle business: venture capital investing  
No person or entity owns directly or indirectly 10% or more of Gabriel Venture Partners II, L.P. Gabriel Venture Partners II, L.P. is 100% controlled by its general partner, Gabriel Investment Partners, L.P., a Delaware Limited Partnership, which is, in turn, controlled by Frederic W.W. Bolander, who is a U.S. Citizen.
3. David Cutrer – 13%  
Business address: 2216 O'Toole Avenue  
San Jose, CA 95131  
Citizenship: U.S.  
Principle business: telecommunications management

4. John Georges – 13%  
Business address: 2216 O'Toole Avenue  
San Jose, CA 95131  
Citizenship: U.S.  
Principle business: telecommunications management

The following investors or affiliated investor groups will hold a 10% or greater equity interest in Parent *after the close of the Transaction*:

(1) **The Madison Dearborn Funds.** Madison Dearborn, based in Chicago, is one of the most experienced and successful private equity investment firms in the United States. The principals of Madison Dearborn manage funds with more than US\$18 billion in equity commitments. Since its inception in 1992, Madison Dearborn has invested in more than 100 companies. Madison Dearborn invests in businesses across a broad spectrum of industries, including basic industries, communications, consumer, energy and power, financial services and health care.

Madison Dearborn Capital Partners V-A, L.P. ("MDCP V-A"), Madison Dearborn Capital Partners V-C, L.P. ("MDCP V-C"), Madison Dearborn Capital Partners V, Executive-A L.P. ("MDCP V Executive-A"), Madison Dearborn Capital Partners VI-A, L.P. ("MDCP VI-A"), Madison Dearborn Capital Partners VI-C, L.P. ("MDCP VI-C") and Madison Dearborn Capital Partners VI Executive-A L.P. ("MDCP VI Executive-A") collectively will hold 61% of the equity interests in NextG Networks, Inc. post-close.

MDCP V-C (6%), MDCP V Executive-A (.2%), MDCP VI-C (5%) and MDCP VI Executive-A (.5%) will each hold less than 10% of the equity interests in Parent post-close.

MDCP V-A is a Delaware limited partnership that will hold 24% of the equity interests of Parent post-close. The general partner of MDCP V-A is Madison Dearborn Partners V-A&C, L.P. ("GP V"), a Delaware limited partnership. GP V has the exclusive management authority to

act on behalf of MDCP V-A and has full control over the business, assets and affairs of MDCP V-A. MDCP V-A does not have any limited partners with a 10% or greater equity interest in MDCP V-A. The general partner of GP V is Madison Dearborn Partners, LLC ("Ultimate GP"), a Delaware limited liability company. None of the partners of GP V have an equity interest of 10% or greater in GP V. GP V's partnership agreement provides for a committee of John A. Canning, Jr., Paul J. Finnegan and Samuel M. Mencoﬀ, all U.S. citizens, with the authority to make certain partnership decisions, including those related to the acquisition, disposition and voting of underlying portfolio company investments. The sole manager of Ultimate GP is John A. Canning, a U.S. citizen, who has the right to make all material company decisions and determinations, including those related to the making or disposing of investments. None of the members of Ultimate GP hold a 10% or greater equity interest in Ultimate GP.

MDCP VI-A is a Delaware limited partnership that will hold 25% of the equity interests of Parent post-close. The general partner of MDCP VI-A is Madison Dearborn Partners VI-A&C, L.P. ("GP VI"), a Delaware limited partnership. GP VI has the exclusive management authority to act on behalf of MDCP VI-A and has full control over the business, assets and affairs of MDCP VI-A. MDCP VI-A does not have any limited partners with a 10% or greater equity interest in MDCP VI-A. The general partner of GP VI is the Ultimate GP, described above. None of the partners of GP VI have an equity interest of 10% or greater in GP VI. GP VI's partnership agreement provides for a committee of John A. Canning, Jr., Paul J. Finnegan and Samuel M. Mencoﬀ, all U.S. citizens, with the authority to make certain partnership decisions, including those related to the acquisition, disposition and voting of underlying portfolio company investments.



The principal business of all of the above entities and individuals is venture capital and the address of each entity and individual is Three First National Plaza, Suite 4600, Chicago, Illinois 60602.

(2) Accel. Accel is a global venture capital investment firm with offices worldwide. It has experience investing in the communications and technology industries, as well as other industries.

Accel Growth Fund L.P., Accel Growth Fund Strategic Partners L.P., Accel Growth Fund Investors 2009 L.L.C., Accel X L.P., Accel Investors 2009 L.L.C., and Accel X Strategic Partners L.P. collectively will hold 14% of the equity interests in Parent post-close.

Accel Growth Fund L.P. and Accel Growth Fund Strategic Partners L.P. are Delaware limited partnerships controlled by their general partner, Accel Growth Fund Associates L.L.C., a Delaware limited liability company.

Accel Growth Fund Investors 2009 L.L.C. and Accel Investors 2009 L.L.C. are Delaware limited liability companies.

Accel X L.P. and Accel X Strategic Partners L.P. are Delaware limited partnerships controlled by their general partner, Accel X Associates L.L.C., a Delaware limited liability company.

The principal business of all of the above entities is venture capital and the address of each entity is 428 University Avenue, Palo Alto, California 94301.

No other person or entity will hold a 10% or greater equity interest in NextG post-close under the Commission's ownership attribution rules.

A chart showing the pre- and post-transaction ownership structure of the Applicants described above is attached as **Exhibit A**.

**(a)(5) Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

As evidenced by the signature at the end of this application, the Applicants certify that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

**(a)(6) A description of the transaction.**

The proposed transaction is described in section II above.

**(a)(7) A description of the geographic areas in which the Applicants (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.**

The Applicants currently provide their RF Transport telecommunications services via their distributed antenna systems in the following states:

- NextG Networks of California: California, Arizona
- NextG Networks of NY: New York, Massachusetts, Georgia, Indiana, New Jersey, Pennsylvania
- NextG Networks of Illinois: Michigan, Texas
- NextG Networks Atlantic: Maryland

Applicants do not have any other affiliates that offer telecommunications services other than as identified in Section II above.

**(a)(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.**

Applicants submit that this application fits into the presumptive streamlined category set forth in section 63.03(b)(2) of the Commission's rules (47 C.F.R. § 63.03(b)(2)) because the proposed transaction would result in Applicants and all affiliates having a market share in the

interstate, interexchange market of less than 10%, Applicants and all affiliates would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and none of the Applicants or any of their affiliates will be dominant with respect to any service.

**(a)(9) Identification of all other Commission applications related to the same transaction**

There are no other applications being filed with the Commission with respect to this Transaction.

**(a)(10) A statement of whether the Applicants are requesting special consideration because any Applicant is facing imminent business failure.**

The Applicants are not requesting any special consideration of this application.

**(a)(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.**

The Applicants have not filed any waiver requests with the Commission in conjunction with this application.

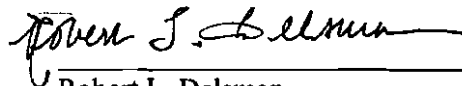
**(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.**

Grant of this application would serve the public interest, convenience and necessity because it will allow Applicants to expand and improve their services. Applicants provide telecommunications services via distributed antenna systems, which wireless carriers use to deploy and enhance the coverage and strength of their wireless telecommunications services. The infusion of capital into Applicants that is being proposed in this transaction will allow them to expand into new markets and improve service in existing areas, which will ultimately mean increased competition and the deployment of more advanced telecommunications and broadband

services in more areas. Moreover, Applicants' management team, which is currently expected to remain in place post-closing, has extensive experience and expertise in providing quality communications services. Finally, the Transaction will have no adverse affect on competition. No existing or potential competitor to Applicants will be eliminated or directly affected as a result of the Transaction. The market for the provision of telecommunications services via distributed antenna systems is growing and will continue to be robustly competitive.

#### IV. CONCLUSION

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience and necessity would be served by a grant of this application.



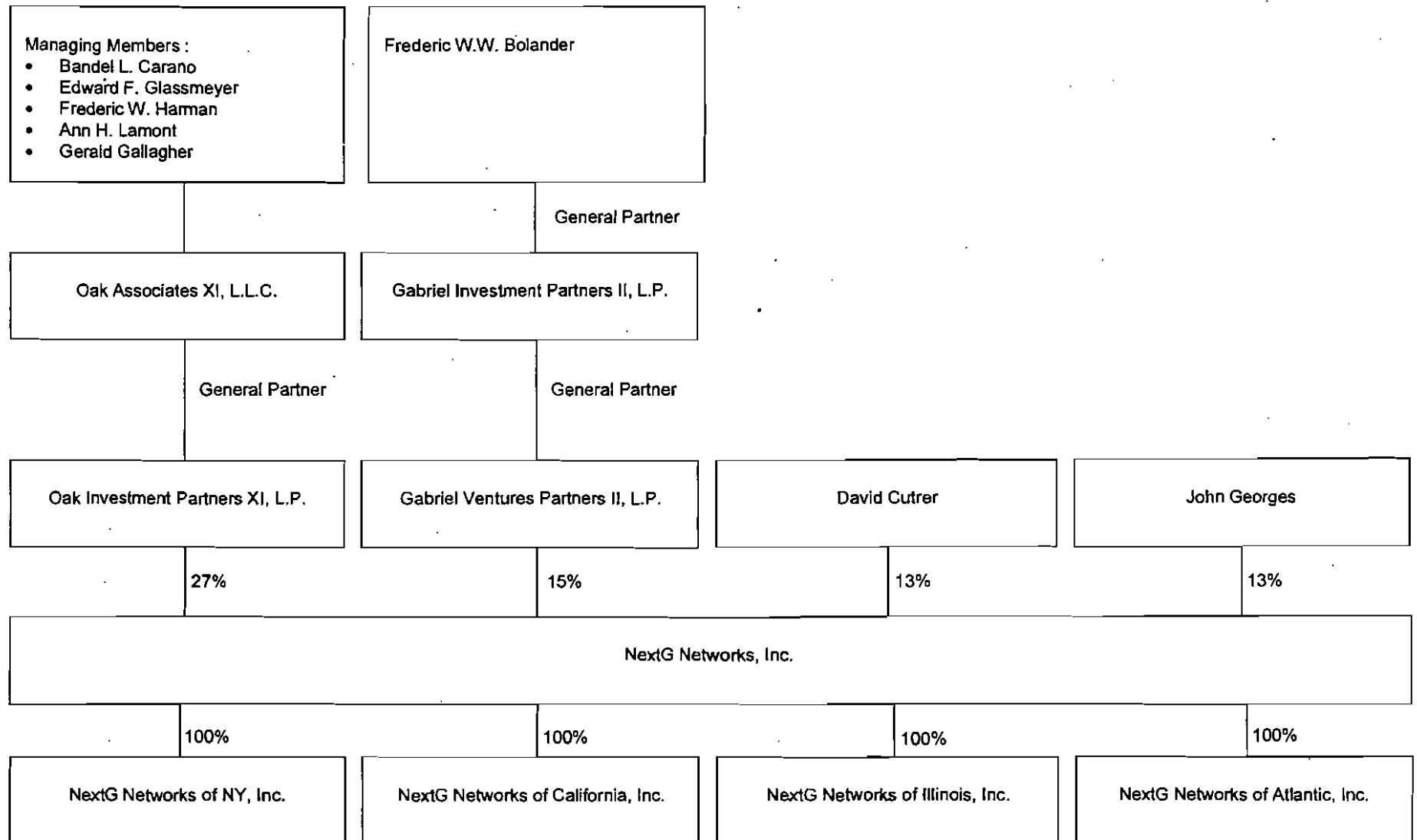
Robert L. Delsman  
Senior Vice President Government Relations and  
Regulatory Affairs

NextG Networks of NY, Inc.  
NextG Networks of California, Inc.  
NextG Networks of Illinois, Inc.  
NextG Networks Atlantic, Inc.

May 26, 2009

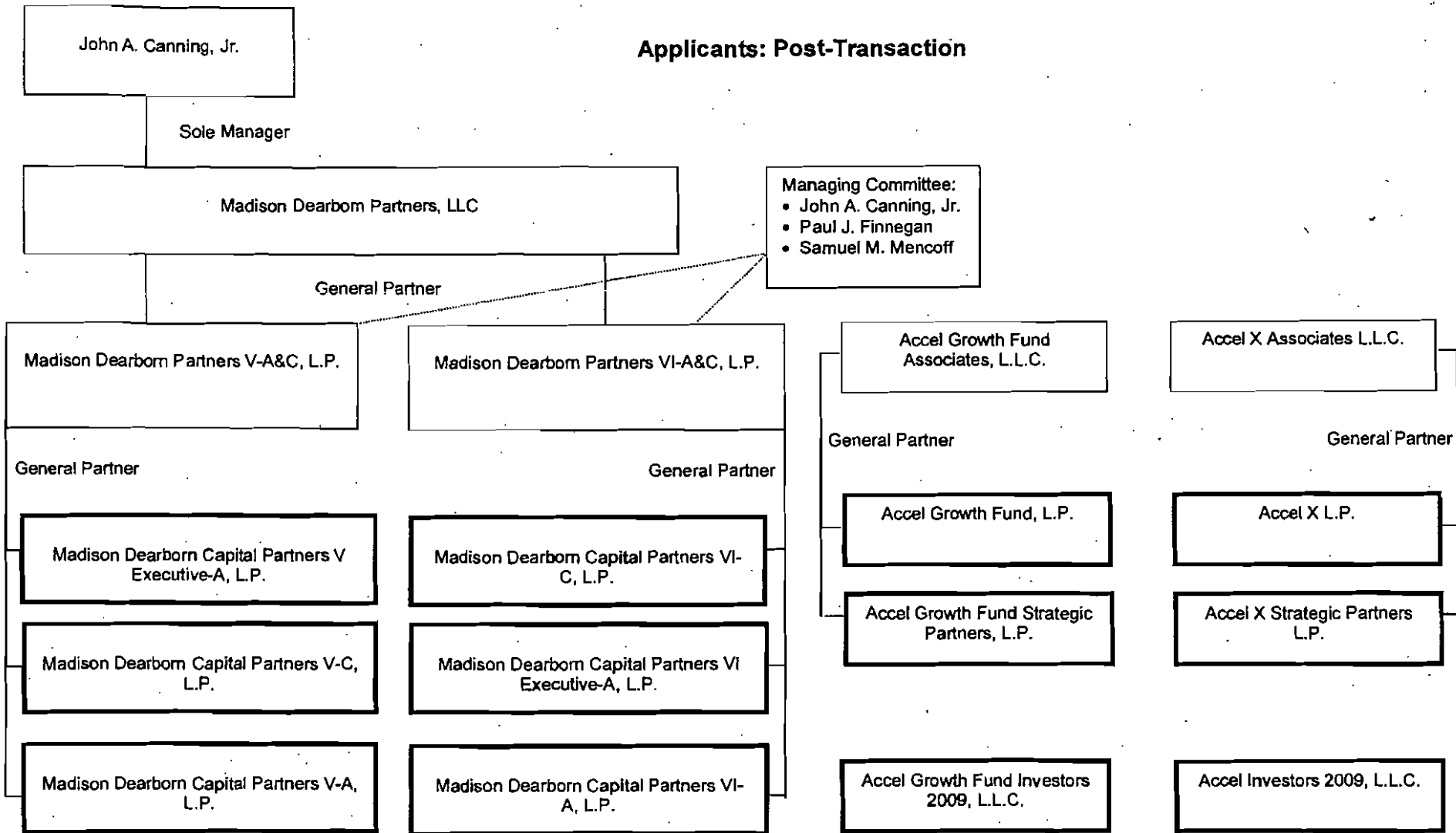
## EXHIBIT A

## Applicants: Pre-Transaction



*All entities are organized under the laws of Delaware, except NextG Atlantic, which is a Virginia corporation, and all individuals are U.S. citizens.*

## Applicants: Post-Transaction



**Madison Dearborn Entities: collectively, 61%**  
 (Madison Dearborn entities to have direct holdings in NextG shown in bolded boxes)

**Accel Entities: collectively, 14%**  
 (Accel entities to have direct holdings in NextG shown in bolded boxes)

NextG Networks, Inc.

100%

NextG Networks of NY, Inc.

100%

NextG Networks of California, Inc.

100%

NextG Networks of Illinois, Inc.

100%

NextG Networks of Atlantic, Inc.

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All entities are organized under the laws of Delaware, except NextG Atlantic, which is a Virginia corporation, and all individuals are U.S. citizens.